

File #
TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 151.
FILED, DECEMBER 12th, 1963.

LATIN AMERICAN MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

To be read in conjunction with Filing Statement No. 846 dated December 12, 1962, Amending Filing Statement No. 125 dated June 27, 1963 and Amending Filing Statement No. 133 dated October 3, 1963.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	1) Resignation of a director. 2) Settlement of lawsuit brought by Company against Ross & Company Limited. 3) Issuance of 750,000 shares of the capital stock of Company.																																
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Harold E. Stassen has resigned as a director. The vacancy on the Board has not as yet been filled.																																
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 6,000,000 shares of the par value of 20 cents each. Issued - 4,938,132 shares The following shares have been set aside for issuance to Optionees and warrant holders:- <table border="1"><thead><tr><th>Optionee</th><th>No. of Shares</th><th>Price per Share</th><th>Expiry Date</th></tr></thead><tbody><tr><td>Warrant Holders</td><td>429,000</td><td>40¢ to \$1.40</td><td>Aug. 1/64 to Aug. 1/69</td></tr><tr><td>Tuina Enterprises Limited</td><td>200,000</td><td>75¢ (U.S.A.)</td><td>Dec. 31, 1963</td></tr><tr><td>Tuina "</td><td>12,400</td><td>\$1.00</td><td>Dec. 31, 1963</td></tr><tr><td>Dr. S. W. Holmes</td><td>50,000</td><td>.50</td><td>Sept. 19/66</td></tr><tr><td>E. Parker</td><td>20,000</td><td>.50</td><td>Nov. 13/66</td></tr><tr><td>W. A. Curtis</td><td>50,000</td><td>.50</td><td>Oct. 3/66</td></tr><tr><td>W. F. Atkins</td><td>30,000</td><td>.75</td><td>July 15, 1965.</td></tr></tbody></table>	Optionee	No. of Shares	Price per Share	Expiry Date	Warrant Holders	429,000	40¢ to \$1.40	Aug. 1/64 to Aug. 1/69	Tuina Enterprises Limited	200,000	75¢ (U.S.A.)	Dec. 31, 1963	Tuina "	12,400	\$1.00	Dec. 31, 1963	Dr. S. W. Holmes	50,000	.50	Sept. 19/66	E. Parker	20,000	.50	Nov. 13/66	W. A. Curtis	50,000	.50	Oct. 3/66	W. F. Atkins	30,000	.75	July 15, 1965.
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W. F. Atkins	30,000	.75	July 15, 1965.																														
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	\$429,000 (U.S.A.) principal amount of 7% redeemable debentures of the Company have been delivered up to the Company and have been cancelled.																																
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Company has issued 750,000 shares of its capital stock in part settlement of the lawsuit brought by the Company against Ross & Company Limited (see Item 20 hereof for particulars).																																
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only persons, to the knowledge of the signatories hereto, who have any interest, direct or indirect, in Ross & Company Limited are Lee Ross and Helen Ross, Box 1301, George Street, Nassau, Bahamas, B.W.I.																																
10. Brief statement of company's chief development work during past year.	The Company carried out a programme of geological mapping and studies on its three concessions around Lough Derg in the Republic of Ireland with sufficiently encouraging results to warrant a further geophysical survey. A programme of geological studies was carried out on the Company's Sierra Gorda copper property in Chile with encouraging results and by an agreement, disclosed in amending filing statement No. 125 dated August 29, 1963, turned over this property to Overseas Minerals Resources Development Co. Ltd. of Japan which is at present actively engaged in exploration of this property. The Company completed a geological survey programme on its Salvadoran copper prospect in Northern Chile, with sufficiently encouraging results to warrant a drilling programme.																																
18. Brief statement of any lawsuits pending or in process against company or its properties.	The lawsuit brought by the Company against Ross & Company Limited has now been settled (See Item 20 hereof).																																

FINANCIAL STATEMENTS

LATIN AMERICAN MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
December 2, 1963

(Prepared from the books of the Company without audit)

Working Capital Changes	August 31 1963	December 2 1963	Decrease in Working Capital	Application of funds
Current assets	\$ 10,111.91	\$ 13,191.74	(\$ 3,079.83)	
Investments	52,894.82	52,894.82		
Fixed assets	340,479.81	343,946.23	(3,466.42)	
Deferred exploration	693,915.87	709,494.21		\$15,578.34
Deferred administration	419,676.91	422,136.94		2,460.03
Other assets	28,692.90	28,692.90		
Current liabilities	15,272.99	6,545.11	(8,727.88)	
Loan payable	158,848.53	160,911.03		2,062.50
Redeemable debentures	462,524.70	462,524.70		
Capital	909,126.00	940,376.00		
Total	\$ -0-	\$ -0-	\$18,038.37	\$18,038.37

Source of Funds

Decrease in working capital			
Increase in issued capital	\$31,250.00		
Increase in loan payable	2,062.50		\$33,312.50
Less:			
Increase in current assets	\$ 3,079.83		
Increase in fixed assets	3,466.42		
Decrease in current liabilities	8,727.88	15,274.13	\$18,038.37

Application of Funds

Deferred exploration	\$15,578.34	
Deferred administration	2,460.03	\$18,038.37

APPROVED ON BEHALF OF THE
BOARD OF DIRECTORS:

D. E. Ferguson (Director)
D. J. O'Farrell (Director)

20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	<p>The Company has settled a law suit which it brought against Ross & Company Limited for breach of contract (see Amending Filing Statement No. 125 dated June 27, 1963). A summary of the settlement is as follows:-</p> <ol style="list-style-type: none"> 1. Ross & Company Limited delivered up to the Company for cancellation \$429,000 (U.S.A.) in the aggregate principal amount of 7% redeemable debentures of the Company which Ross & Company Limited had purchased pursuant to the agreement dated June 15, 1962 between the Company and Ross & Company Limited. 2. Ross & Company Limited waived all accrued interest on the \$429,000 (U.S.A.) principal amount of debentures turned in for cancellation. 3. The Company issued to Ross & Company Limited 750,000 shares of its capital stock and surrendered to Ross & Company Limited \$250,000 aggregate principal amount of first mortgage bonds of Minex which the Company held as collateral security. 4. The said 750,000 shares were issued in the name of Houston & Co., a member of the Toronto Stock Exchange, to be dealt with pursuant to a written direction signed by all the interested parties, as follows:- <ol style="list-style-type: none"> (a) the shares to be deposited in a special account to be known as the "Ross - Market Ventures Account"; (b) the shares are to remain in the said account until sold unless all interested parties agree otherwise; (c) Houston & Co. to act as broker in selling the shares and no shares are to be purchased for the said account and no shares, other than the said 750,000 shares, are to be placed in the said account; (d) not more than 100,000 of the said shares may be sold in any three month period except by consent of the Company and the Toronto Stock Exchange; (e) all orders to sell are to be given by Lee Ross save, unless under certain specific conditions and under certain circumstances, Houston & Co. shall have the sole discretion as to the number of shares to be sold and the manner of selling, having regard to the undertaking of Ross & Company Limited and the Company that the marketing of the said shares would be in an orderly manner; (f) express provision is made as to the division amongst the interested parties of the proceeds from the sales of the said shares; (g) While the shares remain in the said account they are to remain registered in the name of Houston & Co. and Houston & Co. is not to give a proxy to vote same at any meetings of shareholders of the Company; 5. The prices at which shares of the company may be purchased by the holders of the outstanding 429,000 share purchase warrants were changed so that the prices are as follows, i.e. - at the price of 40¢ per share up to and including August 1, 1964; at the price of 60¢ per share after August 1, 1964 and up to and including August 1, 1965; at the price of 80¢ per share after August 1, 1965 and up to and including August 1, 1966; at the price of \$1.00 per share after August 1, 1966 and up to and including August 1, 1967; at the price of \$1.20 per share after August 1, 1967 and up to and including August 1, 1968; and at the price of \$1.40 per share after August 1, 1968 and up to and including August 1, 1969; in each case payable in lawful money of Canada. 6. Ross & Company Limited acknowledges that it has notice that the outstanding 429,000 share purchase warrants are not qualified for sale to the public in the Province of Ontario and that it is aware that the Toronto Stock Exchange will not permit trading on its Exchange of any of the said share purchase warrants until the Exchange is satisfied there has been distribution of the said share purchase warrants to the public satisfactory to the Exchange. 7. Ross & Company Limited released the Company from its covenant in the underwriting agreement dated June 15, 1962 to indemnify Ross & Company Limited for its legal costs in respect to the underwriting agreement and the passing on the validity of the Trust Indenture and the Share Purchase Warrant Indenture. 8. Ross & Company Limited and the Company exchanged mutual releases of all claims save any that may arise from a breach of the agreement of settlement dated the 19th day of August, 1963. . Both parties to the law suit consented to the said action being dismissed. <p>No other material facts. The 750,000 shares referred to in Item 20 hereof are in the course of primary distribution to the public.</p>
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DATED December 10, 1963.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

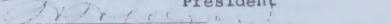
LATIN AMERICAN MINES LIMITED CORPORATE

"S. Low"

 SEAL

President

"H.H. Colgan"

 Secretary-Treasurer

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

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TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 133.
FILED, OCTOBER 3rd, 1963.

LATIN AMERICAN MINES LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 846 dated December 12, 1962
and Amending Filing Statement No. 125 dated June 27, 1963.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	(1) Appointment of a Director (2) Termination of Option Agreement dated December 12, 1962 (3) Underwriting and Option Agreement
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Appointment of Hector Hugh Colgan, Secretary, 39 Rossburn Drive, Toronto, as a Director of the Company to fill a vacancy on the Board.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital 6,000,000 shares, par value 20 cents each Issued capital 4,063,152 shares Set aside for issuance to option and warrant holders Optionee Number of Price per Expiry Date Shares Share Warrant holders 1,000,000 1.00 to 4.00* Aug. 1/64 to /69* Tuina Enterprises 200,000 .75 (U.S.A.) Dec. 31, 1963 Tuina Enterprises 12,400 1.00 Dec. 31, 1963 Dr. S.W. Holmes 50,000 .50 Sept. 19, 1966 Mr. E. Parker 20,000 .50 Nov. 15, 1966 W.A. Curtis 50,000 .50 Oct. 3, 1966 W.F. Atkins 30,000 .75 July 15, 1965 * A lawsuit brought by the Company in which the Warrants are involved is pending. Negotiations are in progress to effect a settlement and, if effected, the prices at which shares may be purchased under the Warrants and the number of shares purchasable will be changed considerably.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Agreement dated the 1st day of October, 1963 Morgan Securities Limited, 335 Bay Street, Toronto, Ontario, acting on its own behalf as to 20% interest and on behalf of the client as to 80% interest, has agreed to firmly purchase 125,000 shares of the Company at 25¢ per share payable forthwith upon acceptance of this Amending Filing Statement by the Toronto Stock Exchange. As consideration therefor the Company has granted to Morgan Securities Limited, acting as aforesaid, an option to purchase all or any part of 275,000 shares as follows: 125,000 shares at 25¢ per share within 3 months and 150,000 shares at 30¢ per share in 6 months. For additional shares under option see Item 4 above.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The only person having a greater than 5% interest in the shares underwritten and optioned pursuant to the Agreement dated October 1, 1963 is Tuina Enterprises Limited, 88 University Ave., Toronto and Morgan Securities Limited, 335 Bay Street, Toronto. The only person having a greater than 5% interest in Tuina Enterprises Limited is Steven Low, 7 York Ridge Road, Willowdale, Ontario, who is the President of Latin American Mines Limited. The only persons holding a greater than 5% interest in Morgan Securities Limited are: Mr. Ralph Tetlaw, 8 Donwoods Grove, Toronto, Ontario Mr. James G. Houston, 88 Douglas Drive, Toronto, Ontario Mr. Harold Gibson, 3259 Flynn Crescent, Cooksville, Ontario
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	"The Overseas Mineral Resources Development Company Limited of Japan is presently actively engaged in the exploration of the Company's Sierra Gorda copper property in northern Chile. "The Company intends to use \$15,272.99 of the proceeds of the present financing to pay some of its outstanding liabilities and to use the balance for a drilling programme to test the Salvadoran copper prospect currently held under option. The Salvadoran property adjoins the above named Sierra Gorda property in northern Chile.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	"A programme of geological mapping and studies is continuing on the Company's three concessions around Lough Derg in the Republic of Ireland. The Options to purchase shares of the Company as set out in the Agreement dated December 12, 1962 have now been terminated after 200,000 shares at 30¢ per share were taken up and paid for.

DATED October 2, 1963

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

LATIN AMERICAN MINES LIMITED
"S. Low" *Stewart* CORPORATE SEAL

"H.H. Colgan" *Colgan*

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

MORGAN SECURITIES LIMITED

"R.H. Tetlaw" *Tetlaw*

"H. Gibson" *Gibson*

FINANCIAL STATEMENTS

LATIN AMERICAN MINES LIMITED
 (INCORPORATED UNDER THE CORPORATIONS ACT - ONTARIO)
 BALANCE SHEET AS AT AUGUST 31, 1963

(Prepared from the Books of the Company Without Audit)

A S S E T S

<u>Current</u>				
Cash	\$ 92.81			
Accounts receivable	172.10			
Investments at cost or written down value	<u>9,847.00</u>	\$ 10,111.91		
 <u>Investments in wholly-owned subsidiary</u>				
Latam Explorations Limited				
Shares at cost	\$13,000.00			
Advances	<u>39,894.82</u>	52,894.82	\$ 63,006.73	
 <u>Fixed Assets - at cost</u>				
Land - mining properties	\$253,574.85			
Payments made under options to purchase mining properties	42,095.92			
Furniture & Fixtures	20,968.08			
Mining Equipment	<u>40,893.06</u>	357,531.91		
Less accumulated depreciation	24,350.00	\$333,181.91		
Leasehold improvements	<u>8,339.90</u>			
Less amortization of leasehold	1,042.00	7,297.90		340,479.81
 <u>Deferred Development & Administration Expenditure</u>				1,113,592.78
 <u>Other Assets</u>				
Reorganization expenses	7,242.90			
Debenture discount, at cost less amortization	<u>21,450.00</u>	28,692.90		
 Total Assets				<u>\$1,545,772.22</u>

LATIN AMERICAN MINES LIMITED
 (INCORPORATED UNDER THE CORPORATIONS ACT - ONTARIO)
 BALANCE SHEET AS AT AUGUST 31, 1963

(Prepared from the Books of the Company Without Audit)

L I A B I L I T I E S

<u>Current</u>				
Accounts payable				\$ 15,272.99
Loan payable plus accrued interest (Note 1)				158,848.53
7% redeemable debentures				462,524.70
 <u>Shareholders' Equity</u>				
Capital stock				
Authorized - 6,000,000 shares of \$0.20 each par value				
Issued and fully paid				
3,825,932 shares at Dec. 31, 1962	\$765,186.40			
premium on shares	<u>429,983.45</u>	\$1,195,169.85		
237,200 shares issued for cash in 1963	\$ 47,440.00			
premium	<u>22,480.00</u>	69,920.00		
4,062,932 shares		<u>\$1,265,089.85</u>		
Deficit	\$1,149,942.65			
Surplus	<u>793,978.78</u>	355,963.85	909,126.00	
 Total Liabilities				<u>\$1,545,772.22</u>

APPROVED ON BEHALF OF THE BOARD

Peter Dow (Director)
D. J. O'Farrell (Director)

Note to Financial Statement

No. 1 : Arrangements have been made with the American Corporation to defer interest payments on the loan payable.

P.M.

LATIN AMERICAN MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR PERIOD JUNE 30, to OCTOBER 2, 1963

(Prepared from the Books of the Company Without Audit)

Cash on hand June 30, 1963 \$ 834.87

Source:

Decrease of Accounts	
Receivable	\$ 2,634.00
Increase of Accounts	
Payable	<u>11,716.00</u> 14,350.00 \$15,184.87

Application:

Payments on Mining Properties	\$ 3,869.52
Exploration Chile Office and Administration	<u>7,976.93</u> 3,325.48 15,171.93

Cash on Hand October 2, 1963 \$ 12.94

Approved on behalf of the
Board of Directors

Edwin Dow (Director)
D. McFolgan (Director)

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by S.W. Holmes, Ph.D., dated October 2nd, 1963, on the mining claims located in the Salvadoran Area, Province of Antofagasta, Chile. A complete copy of this report is on file at the Toronto Stock Exchange.

PROPOSED PROGRAM OF WORK

A certain amount of work has been completed to date on the Salvadoran property. This includes a preliminary examination of the property and workings and a program of geochemical sampling as described above.

The proposed program will include a program of geological studies followed by diamond drilling. The geological work will commence with the drilling and carry on simultaneously.

As the exposures and outcroppings are scarce, being mainly restricted to the old workings, it would take one week to complete a detailed study. This would serve mainly to spot the first drill holes.

The diamond drilling program can get underway almost immediately. The initial program will call for five (5) holes 500-600' deep spaced at varying intervals on the

The first of these holes will be drilled close to the main workings in close proximity to the first hole drilled by Montos Blancos. The other holes will be spaced from this point progressing to the north.

It is presently postulated that diamond drilling will be initiated, however, depending on ground conditions, there is a possibility that churn drilling may be employed.

SUMMARY AND CONCLUSIONS

The Salvadoran property contains a brecciated zone (pipe) of tourmalinized granite. Copper mineralization in the form of oxides and sulphides is associated with the tourmaline and in the granite close to the margins. The possibility of locating a deposit of economical recoverable copper is considered to be good. It is recommended that a program of exploration as outlined in the following report be carried out.

BUDGET REQUIREMENTS
SALVADORA PROJECT

Geologist

6 months @ \$350/mon \$ 2,100
Supplies 6 months @ \$150/mon 900

Drilling

Diamond - 3000' @ \$10.00 30,000

Assaying

1,000

Transportation

6 months @ \$100 600

Labour

Two men @ \$100/man - 6 months 1,200

Incidentals

2,500

Bakovic

6 Months @ \$400 2,400

Secretary

6 months @ \$100 600

Option Payments to Feb. 15, 1964

3,000

TOTAL COST

\$ 43,000

CERTIFICATE

I, Stanley W. Holmes, of 83 Plymbridge Road, Willowdale, Ontario, hereby certify:

1. That I am a mining geologist with offices at 88 University Avenue, Toronto 1, Canada.
2. That I am a graduate of McGill University (B.Sc., M.Sc.), Montreal, Canada, and Cornell University (Ph.D.), Ithaca, New York in geology, and have practiced as a geologist for over ten years.
3. That I have no direct or indirect interest in the Salvador-Rio copper prospect, District of Sierra-Gordo, Province of Antofagasta, Chile, except as noted below.
4. That I am a Director and have no direct or indirect interest, nor do I expect to receive any, in the securities of Latin American Mines Limited, excepting an option on 50,000 shares at 50¢ per share granted as part of employment contract and registered as such with the Toronto Stock Exchange.
5. That the accompanying report is based on personal knowledge of the geology of the Salvador-Rio prospect, following a three day examination of the property by myself and a study of the Chilean Government reports made on this area in 1960 by The Instituto de Investigaciones Geologicas de Chile.

Stanley W. Holmes, Ph.D.

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 125.
FILED, AUGUST 29th, 1963

LATIN AMERICAN MINES LIMITED

Incorporated under Part XI of The Companies Act (Ontario) by Letters Patent dated October 8, 1946, as amended by Supplementary Letters Patent dated August 27, 1947, September 10, 1952, July 17, 1956, December 5, 1957 and February 29, 1960 respectively.

OCT 1 1963

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 846 dated December 12, 1962.

<p>Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.</p>	<ol style="list-style-type: none"> 1. Resignation of one director and appointment of a new director. 2. Time for exercising option to purchase 200,000 shares of the Company at 75¢ per share (U.S.A. funds) assigned to Tuina Enterprises Limited, extended from December 31, 1962 to July 5, 1963 and subsequently extended from July 5, 1963 to December 31, 1963. 3. Acquisition of six options to purchase six different copper properties in Chile. 4. Right of first refusal to obtain option to purchase for \$2,000 the Cerro Filio copper property in Chile. 5. Acquisition by the Company from the Chilean Department of Mines of a copper property in Chile. 6. Payment to W. A. Hesse, Mining Engineer, of finder's fee for negotiating three of the options referred to in Item 3 above. 7. Agreement between the Company and Overseas Mineral Resources Development Company Limited whereby this Company assigns its rights in and to the Sierra Gorda option and in two of the options to purchase referred to in Item 3 above and its interest in the claims referred to in Item 5 above. 																												
<p>3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.</p>	<p>Resignation of Gerald Francis Hayden as a director of the Company and the appointment of Walter F. Atkins, 6 Bayberry Cres., Willowdale, Ontario, as a director of the Company</p>																												
<p>4. Share capitalization showing authorized and issued and outstanding capital.</p>	<p>Authorized capital - 6,000,000 shares, par value \$0.20 each. Issued capital = 4,063,132 shares (fully paid). Set aside for issuance to option and warrant holders:</p> <table border="1" data-bbox="493 1311 1240 1551"> <thead> <tr> <th>Optionee Warrant Holders</th> <th>Shares 1,000,000</th> <th>Number of Purch. Price per Share</th> <th>Expiry Date</th> </tr> </thead> <tbody> <tr> <td>Tuina Enterprises</td> <td>200,000</td> <td>\$1.00 to \$4.00 *</td> <td>Aug. 1, 1963 to Aug. 1, 1969 *</td> </tr> <tr> <td>Tuina Enterprises</td> <td>12,400</td> <td>.75(U.S.) 1.00</td> <td>July 5, 1963 July 5, 1963</td> </tr> <tr> <td>Dr. S.W. Holmes</td> <td>50,000</td> <td>.50</td> <td>Sept 19, 1966</td> </tr> <tr> <td>Mr. E. Parker</td> <td>20,000</td> <td>.50</td> <td>Nov. 13, 1966</td> </tr> <tr> <td>A/M W.A. Curtis</td> <td>50,000</td> <td>.50</td> <td>Oct. 3, 1966</td> </tr> <tr> <td>Mr. W.F. Atkins</td> <td>30,000</td> <td>.75</td> <td>July 15, 1965</td> </tr> </tbody> </table> <p>* A lawsuit brought by the Company in which the warrants are involved is pending, which may be settled, in which event the prices at which shares may be purchased under the warrants and the number of shares purchasable will be reduced considerably.</p>	Optionee Warrant Holders	Shares 1,000,000	Number of Purch. Price per Share	Expiry Date	Tuina Enterprises	200,000	\$1.00 to \$4.00 *	Aug. 1, 1963 to Aug. 1, 1969 *	Tuina Enterprises	12,400	.75(U.S.) 1.00	July 5, 1963 July 5, 1963	Dr. S.W. Holmes	50,000	.50	Sept 19, 1966	Mr. E. Parker	20,000	.50	Nov. 13, 1966	A/M W.A. Curtis	50,000	.50	Oct. 3, 1966	Mr. W.F. Atkins	30,000	.75	July 15, 1965
Optionee Warrant Holders	Shares 1,000,000	Number of Purch. Price per Share	Expiry Date																										
Tuina Enterprises	200,000	\$1.00 to \$4.00 *	Aug. 1, 1963 to Aug. 1, 1969 *																										
Tuina Enterprises	12,400	.75(U.S.) 1.00	July 5, 1963 July 5, 1963																										
Dr. S.W. Holmes	50,000	.50	Sept 19, 1966																										
Mr. E. Parker	20,000	.50	Nov. 13, 1966																										
A/M W.A. Curtis	50,000	.50	Oct. 3, 1966																										
Mr. W.F. Atkins	30,000	.75	July 15, 1965																										
<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>1. To date, the underwriter-optionee has taken up and paid for 200,000 optioned shares at 30 cents per share.</p> <p>2. An American corporation obtained an option to purchase 200,000 shares of the Company at 75 cents per share (U.S.A. funds) (see Item 8 of Schedule "A" of Filing Statement No. 634). By the terms of the option agreement the Optionee became entitled to additional options on 49,600 shares as follows: 12,400 shares at \$1.00 per share; 24,800 shares at 25 cents per share; and 12,400 shares at 30 cents per share. The said options were assigned to Tuina Enterprises Limited to be exercised by December 31, 1962 but were extended to July 5, 1963 and subsequently extended to December 31, 1963. As of this date Tuina Enterprises has paid for 24,800 shares at 25 cents per share and 12,400 shares at 30 cents per share.</p>																												
<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>The only person having a greater than 5% interest in Tuina Enterprises Limited is Steven Low, 7 York Ridge Road, Willowdale, Ontario.</p>																												

SCHEDULE "A"

ITEM 11 -

The Company has acquired the following options to purchase:

(a) Angelita Option -

By an agreement dated January 23, 1963, made between "Sociedad Minera Angelita de Sierra Gorda Limitada" and Latin American Mines Limited, Chile, the Company's agency in Chile, Socieda Minera Angelita de Sierra Gorda Limitada granted an option to purchase a copper property located near the town of Sierra Gorda, Province of Atacama, Chile to the Company's agency under the terms set out in the Option Payment Schedule annexed hereto as Schedule "B";

(b) Pobreza Option -

By an agreement dated March 28, 1963, made between W. A. Hesse and Latin American Mines Limited, W. A. Hesse granted an option to purchase copper property located near the town of Sierra Gorda, Province of Atacama, Chile, to the Company under the terms set out in the Option Payment Schedule annexed hereto as Schedule "B";

(c) San Armando Option -

By an agreement dated March 28, 1963, made between W. A. Hesse and Latin American Mines Limited, W. A. Hesse granted an option to purchase copper property located near the town of Sierra Gorda, Province of Atacama, Chile, to the Company under the terms set out in the Option Payment Schedule annexed hereto as Schedule "B";

(d) Mina San Salvador -

By an agreement dated March 28, 1963, made between W. A. Hesse and Latin American Mines Limited, W. A. Hesse granted an option to purchase copper property located near the town of Sierra Gorda, Province of Atacama, Chile, to the Company under the terms set out in the Option Payment Schedule annexed hereto as Schedule "B";

(e) Pertinencias Del Rio -

By an agreement dated March 28, 1963, made between W. A. Hesse and Latin American Mines Limited, W. A. Hesse granted an option to purchase copper property located near the town of Sierra Gorda, Province of Atacama, Chile, to the Company under the terms set out in the Option Payment Schedule annexed hereto as Schedule "B";

(f) Herminia -

By an agreement dated June 18, 1963, made between Latin American Mines Limited and the heirs at law of Sr. Don Glicerio Pinto H., of Chile, the Company acquired an option to purchase the Herminia property in the Sierra Gorda District, in the Province of Antofagasta, Chile, under the terms set out in the Option Payment Schedule annexed hereto as Schedule "B".

In addition, the Company -

1. has the right of first refusal to obtain an option to purchase the mining property known as the Cerro Filio Zone for \$2,000 (U.S.A. funds);
2. acquired from the Department of Mines, Chile, by staking - a block of ground approximately 2 kilometres east-west by 2.7 kilometres north-south was staked by the Latin American Mines (Chile) around the Santa Catalina - Santiaguina Zone known as the Isabel Claims 1 to 33 inclusive and the Midge Claims 1 to 50 inclusive. This surrounds all of the properties in this area and was taken up to protect the possibilities of ore extensions from these properties. Most of the area is desert sand and gravels with the occasional outcrop of andesite flow.

By agreement dated the 25th day of June, 1963, made between the Company and its Chilean Agency of the first part (hereinafter referred to as "Latin American") and Overseas Mineral Resources Development Company Limited, having its head office at 15, Shiba-Nishikubo Akefune-Cho, Minato-Ku, Tokyo, Japan (hereinafter referred to as "OMRDC") the original agreement between the parties dated the 27th day of May, 1963 was cancelled and a new agreement entered into, which is summarized as follows:- OMRDC acquired from Latin American the options to purchase the Minera Angelita option (item (a) hereof); the Santa Catalina Santiaquina option (Item 11 of Filing Statement 846); the Herminia option (item (f) hereof); and the mining properties in the District of Sierra Gorda, Province of Antofagasta, Chile acquired by Latin American from the Chilean Government, being the Isabel Claims 1 to 33 inclusive and the Midge Claims 1 to 50 inclusive (para. 2 hereof); Latin American agreed to acquire from the Chilean Government all the claims surrounding on all sides of the Isabel Claims and the Midge Claims and the Angelita and Santa Catalina Santiaquina claims, if same are available; that OMRDC shall be at liberty to cancel the agreement if OMRDC finds any claims owned by other parties inside the area enclosed by black lines on the map annexed to the agreement; that if OMRDC spends \$8500.00 (U.S.A. funds) to acquire the Herminia option, the said amount will be deducted from the first royalties payable to Latin American; OMRDC will make the option payments for the Angelita, Santa Catalina and Herminia options at the times and in the amounts set out in the Option Payment Schedule annexed hereto as Schedule "B" unless OMRDC gives prior notice that it desires to relinquish all or any of the options; Latin American is to assign all its rights under the three above mentioned options and in the said claims to OMRDC; If OMRDC does not receive the said assignments by July 6, 1963 evidencing good title, OMRDC shall have the right to cancel the contract; If OMRDC decides not to exercise any of the options, Latin American has the right to a re-assignment of such of the options as are not being exercised; Latin American shall make available to OMRDC all facilities, maps and other data pertaining to the optioned properties; upon assignment of Latin American's interest in the optioned properties, OMRDC shall pay in U.S.A. funds at Toronto all monies spent by Latin American on option payments and related legal expenses; if the said assignments and registration of same are delayed to within 15 days of the date any option payment is due, OMRDC shall not be compelled to pay same, provided that if such delay is caused by anything beyond the control of Latin American and any rights are lost, Latin American will not be held responsible; that all work on the properties is to be done by and at the sole risk and expense of OMRDC; that OMRDC is to commence and carry out continuously and diligently exploration of the property and to continue through successive stages of exploration to fully investigate the properties or such as are retained; that, in addition to Latin American receiving the return of all option payments made and related legal expenses, Latin American shall be paid a royalty from all copper produced from any of the properties, payable in U.S.A. funds in New York, U.S.A., or Toronto Canada, on the following basis:

During the period in which capital costs are being repaid from production, the royalty on each pound of copper produced shall be 4% of average E&M.J. export price per pound less one cent; subsequent to repayment of capital investment, royalty from each pound of copper shall be 7% of the average E&M.J. export price per pound less one cent; that after completion of the exploration programme OMRDC shall prepare a new development plan based on actual prospecting results and in the event such development plan indicates the above rates of royalty are too high for economic production, then Latin American and OMRDC will re-negotiate the royalty; that in case of re-negotiation the parties cannot agree, the following formula will prevail:

- (1) E&M.J. Export Price - \$1.0) x 96% - \$24.0) x 27.5%
during amortization period and
- (2) E&M.J. Export Price - \$1.0) x 96% - \$24.0) x 37.5%
after all repayment of capital investment;)

that all licences required from either Chilean or Japanese Governments will be obtained and paid for by OMRDC; that any dispute arising out of or relating to the agreement or breach thereof shall be settled by arbitration in Toronto; that the agreement shall be construed according to the laws of the Province of Ontario, Canada; that the contract may be assigned; that OMRDC is indirectly owned as to 50% by the Government of Japan and as to 50% by several Japanese corporations, including the following smelter corporations, namely,

Sumitomo Mining Company
Furukawa Mining Company
Dowa Mining Company
Mitsui Mining Company
Mitsubishi Mining Company
Nippon Mining Company;

that the contract is subject to the approval of the Japanese Government authorities.

Under the Pobreza option, the San Armando option, the Mina San Salvador option and the Pertinencias Del Rio option, the Company is obligated to pay W. A. Heese, Mining Engineer, a finder's fee payable as and when the option payments on these options are paid. The amount of said finder's fees and when payable is as set out in the Option Payment Schedule annexed hereto as Schedule "B"; (See schedule "B" on page 4).

SCHEDULE "B"

OPTION PAYMENT SCHEDULE *

<u>Santa Catalina Santia-quina</u>	<u>Angelita</u>	<u>Hermilia</u>	<u>Probreira</u>	<u>San Armando</u>	<u>Mina San Salvador</u>	<u>Pertinencias Del Rio</u>	<u>Hesse</u>	<u>First Refusal Area</u>	<u>Total</u>
1963 3/1	2,500			600	2,000	10,000	2,000		2,500
8/15		5,000							24,600
9/1	2,500								3,000
1964 2/15		5,000	1,200	2,000	10,000	3,000	5,000		26,200
3/1	7,500								8,000
8/15		5,000	2,800	6,000	50,000	5,000	17,000		85,800
9/1	7,500								8,000
1965 2/15		5,000	3,900	10,000	80,000	15,000	30,000		143,900
3/1	25,000			20,000	140,000	59,000	36,000	500	25,500
8/15		10,000							308,000
9/1	25,000								25,000
1966 9	60,000								60,000
1967 9	80,000								80,000
	210,000	30,000	8,500	40,000	290,000	84,000	36,000	100,000	2,000
									800,500

* - all payments in U.S.A. funds.

** - The Santa Catalina Santiaquina option is the Sierra Gorda Option referred to in Item 11, Filing Statement No. 846.

FINANCIAL STATEMENTS

LATIN AMERICAN MINES LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR PERIOD NOVEMBER 30, 1962 to JUNE 30, 1963

(Prepared from the Books of the Company Without Audit)

Cash on hand November 30	\$ 3,093.54
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Source:

Sale of Shares		
Dec. 27, 1962	400,000 @ \$0.25 =	\$100,000.00
Jan. 23, 1963	100,000 @ \$0.30 =	30,000.00
Feb. 27, 1963	100,000 @ \$0.30 =	30,000.00
May 27, 1963	24,800 @ \$0.25 =	6,200.00
May 27, 1963	12,400 @ \$0.30 =	<u>3,720.00</u>
Total:		<u>169,920.00</u>
		<u>\$173,013.54</u>

Application:

Accounts Payable at Nov. 30, 1962 (Per Filing Statement No. 846)	\$ 69,242.58
Accounts Payable December	
Audit Fees	2,000.00
Directors Fees	1,600.00
Interest Expense	
Interest on Debentures Issued	16,077.14
Interest on loan from American Corp.	6,670.10
Property Option Payments	
Sierra Gorda	3,780.00
Guzman	540.00
Exploration and Development	
Chile, Tuina Operation	2,903.00
Chile, Quetena Operation	5,791.01
Chile, Sierra Gorda Operation	*36,685.35
Chile, Due to Agent	5,400.00
Ireland, Geo-Survey	6,424.85
Ireland, Deposit	4,545.00
Office and Administration	<u>10,519.64</u>
Cash on hand June 30, 1963	<u>172,178.67</u>
	<u>\$ 834.87</u>

*This amount will be repaid to the Company as part of the consideration under the agreement between Latin American Mines Limited and OMRDC of June 25, 1963 disclosed within the Filing Statement.

Approved on behalf of the
Board of Directors

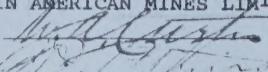
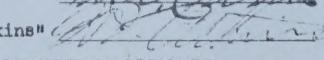
John Dow (Director)
D. H. Folger (Director)

9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company's San Salvador copper prospect in Chile is located two miles to the north-west of the properties of the Sierra Gorda Group being developed by Overseas Mineral Resources Development Company under agreement with the Company. A mapping and geological studies programme is being carried out to test this zone.</p> <p>No decision has been made at the present time as to the programme of work to be carried out on the claims covered by the Pertinencias Del Rio option, the Probreza option and the San Armando option.</p> <p>Any payments made under the exercise of any of the options to purchase held by the Company and not included in the Overseas Mineral Resources Development Company agreement will be made from monies received in repayment of funds expended by the Company on the Sierra Gorda properties, as provided in the said agreement, and/or from any monies received from the exercise of outstanding options on the capital stock of the Company.</p>
10. Brief statement of company's chief development work during past year.	The Company carried out a programme of geological studies on its Sierra Gorda Copper property in Chile prior to turn-over of a portion of the property under agreement with Overseas Mineral Resources Development Company as disclosed in this filing statement. Examination of the copper prospects in Ireland was continued with sufficient encouragement to warrant further geophysical survey.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See Schedule "A" on pages 2 & 3.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The signatories hereto are not aware that any person other than the optionor of each of the properties referred to in Schedule "A" hereto (Item 11) has received or is entitled to receive a greater than 5% interest in the purchase price of each property, nor are the signatories hereto aware of the identity of the person or persons having a greater than 5% interest in each of the optionors.
18. Brief statement of any lawsuits pending or in process against company or its properties.	The Company is a plaintiff in a Supreme Court of Ontario action brought against Ross & Company Limited for breach of contract in its underwriting agreement with the Company.
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	The Company has entered into a contract dated the 25th day of June, 1963, with Overseas Mineral Resources Development Company Limited, being a company indirectly owned as to 50% by the Government of Japan and as to 50% by several Japanese corporations, namely, Sumitomo Mining Company, Furukawa Mining Company, Dowa Mining Company, Mitsui Mining Company, Mitsubishi Mining Company and Nippon Mining Company, whereby it has assigned all its right, title and interest in two of the options to purchase mining properties referred to in Schedule "A" and its right, title and interest in the option to purchase the Santa Catalina property and its interest in the claims referred to in paragraph 2 of Schedule "A". (See schedule "A" on pages 2 & 3).
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The Signatories hereto are not aware of any shares of the Company presently in the course of primary distribution, save 37,200 shares taken up by Tuina Enterprises Limited - see Item 2. If, as and when Morgan Securities Limited exercises all or any of the outstanding options held by it or Tuina Enterprises Limited exercises all or any part of the options referred to in Item 6 hereof, such shares will be in the course of primary distribution.

DATED June 27, 1963.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

LATIN AMERICAN MINES LIMITED
 "W.A. Curtis"  - SEAL
 "W.F. Atkins" 

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)